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E-FILED ON APRIL 18, 2008

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12 Attorneys for Debtors

13 **UNITED STATES BANKRUPTCY COURT**
 14 **DISTRICT OF NEVADA**

15 In re:
 16 USA COMMERCIAL MORTGAGE COMPANY,
 16 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

17 In re:
 17 USA CAPITAL REALTY ADVISORS, LLC,
 18 Debtor.

Chapter 11

19 In re:
 19 USA CAPITAL DIVERSIFIED TRUST DEED
 20 FUND, LLC,
 20 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

21 In re:
 21 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 22 Debtor.

**USA COMMERCIAL MORTGAGE
 COMPANY'S THIRD REPORT OF
 ACTION TAKEN AND PROGRESS
 TOWARD CONSUMMATION OF
 CONFIRMED PLAN OF
 REORGANIZATION**

23 In re:
 23 USA SECURITIES, LLC,
 24 Debtor.

**(Affects USA Commercial Mortgage
 Company)**

25 Affects:
 25 All Debtors
 26 USA Commercial Mortgage Company
 26 USA Securities, LLC
 27 USA Capital Realty Advisors, LLC
 27 USA Capital Diversified Trust Deed Fund, LLC
 28 USA Capital First Trust Deed Fund, LLC

1 USA Commercial Mortgage Company (“USACM”), by and through its counsel, hereby
 2 submits this Third Report of Action Taken and Progress Toward Consummation of Confirmed
 3 Plan of Reorganization (“Third Report”).¹ This Third Report is submitted pursuant to Article
 4 VIII, Section T of the Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization (the
 5 “Plan”),² Paragraph 74 of the Court’s “Order Confirming the Debtors’ ‘Third Amended Joint
 6 Chapter 11 Plan of Reorganization,’ as Modified Herein” (Docket No. 2376) (the “Confirmation
 7 Order”), and the Court’s Order dated April 30, 2007 (Docket No. 3627). The confirmed Plan
 8 became effective on March 12, 2007 (the “Effective Date”). USACM filed its First Report of
 9 Action Taken and Progress Towards Consummation of Confirmed Plan of Reorganization (“First
 10 Report”) on July 16, 2007, covering the period of March 13, 2007, through June 30, 2007. It filed
 11 its Second Report of Action Taken and Progress Towards Consummation of Confirmed Plan of
 12 Reorganization (“Second Report”) on November 8, 2007, covering the period of July 1, 2007,
 13 through September 30, 2007. This Third Report covers the period of October 1, 2007, through
 14 March 31, 2008.³

15 **I. Status of Claims Reserve Account**

16 As part of the implementation of the Plan, a reserve of \$2,149,545.00 was set aside to pay
 17 allowed administrative, secured, and priority claims against USACM, which claimants are not
 18 beneficiaries of the USACM Trust. By agreement with USACM, the USACM Trust is the entity
 19 responsible for prosecuting objections to proofs of claim asserted against USACM. The Court is
 20 directed to the USACM Trust’s quarterly report filed on January 25, 2008 (Docket No. 5730), for
 21 a detailed explanation of the status of such objections as of December 31, 2007, and is directed to
 22 any subsequently filed USACM Trust reports for a more up-to-date status. As of March 31, 2008,
 23 \$52,863.88 worth of claims had been paid leaving a reserve of \$2,096,681.12 in this account.

24
 25 ¹This Third Report is filed by USACM, not the USACM Trust, a separate post-confirmation entity, and therefore,
 only discloses actions taken by USACM.

26 ²Unless otherwise provided herein, all capitalized words and terms are defined in the confirmed Plan.

27 ³While this Third Report officially covers only the period through March 31, 2008, USACM has included some of the
 28 developments occurring after March 31, 2008, but before the filing of this Third Report that it deemed to be of
 particular significance.

1 Given the recent stipulation between the Pension Benefit Guaranty Corporation (the “PBGC”) and
 2 the USACM Trust (which is discussed in greater detail in section III.1.b *infra*), USACM will
 3 make the appropriate adjustments to the applicable reserves.

4 **II. Status of Reserve Set for Professionals’ Fees Closing of USACM Estate**

5 Also as part of the implementation of the Plan, a reserve account was created to provide for
 6 the professionals’ fees incurred during the closing of the USACM estate. As of March 31, 2007, a
 7 total of \$1,332,827.44 had been paid in post-Effective Date fees leaving a balance of
 8 \$2,441,525.18 in this reserve account.

9 **III. Pending Motions, Adversary Proceedings, and/or Contested Matters**

10 As of the date of this Third Report, USACM has resolved most of the motions, contested
 11 matters, and/or adversary proceedings that were noted in the First and Second Reports.

12 1. Matters before this Court. As of the filing of the Second Report, all motions,
 13 contested matters, and/or adversary proceedings before this Court involving USACM had been
 14 resolved with the exception of (A) a “conditional” adversary proceeding which was filed by
 15 Compass against, in relevant part, all of the Debtors on July 7, 2007, designated as Adversary
 16 Proceeding No. 07-01105 (the “Compass Proceeding”), and (B) the objections to the claims filed
 17 by the PBGC.

18 a. Compass Proceeding. Ever since the filing of the Compass Proceeding,
 19 counsel for USACM has worked to secure USACM’s dismissal from this adversary
 20 proceeding. After extensive discussions with Compass, counsel for USACM has finally
 21 convinced Compass to agree to dismiss USACM. Compass filed a notice of dismissal on
 22 February 1, 2008, and ***the Compass Proceeding is now resolved with respect to USACM.***

23 b. Objections to the PBGC Claims. The PBGC filed amended claims 791,
 24 793, and 794 against USACM on April 23 and 25, 2007. The USACM Trust filed an
 25 objection to these claims on September 11, 2007 (Docket No. 4728), and the PBGC filed a
 26 response on November 1, 2007 (Docket No. 5213). On April 2, 2008, the PBGC and
 27 USACM Trust filed a stipulation with the Court resolving most of the PBGC’s claims (the
 28 “PBGC Stipulation”) (Docket No. 6114). The PBGC Stipulation provides that the PBGC

1 will receive a general unsecured claim of \$1,000,000 on account of claim number 794 and
 2 an administrative expense claim of \$100,000 on account of claim number 793. With respect
 3 to claim number 791, the PBGC Stipulation did not resolve the portion of that claim that
 4 was asserted as an administrative expense, which the PBGC estimated to be \$112,500. The
 5 parties have agreed to continue to litigate with respect to this portion of claim number 791.
 6 The parties also agreed that USACM would maintain a reserve of \$150,000 to deal with this
 7 remaining claim and release to the USACM Trust all other funds held in reserve in
 8 connection with the PBGC's claims. By Order dated April 4, 2008, the Court approved the
 9 PBGC Stipulation (Docket No. 6139). USACM has the obligation to see that the remaining
 10 PBGC claim, to the extent that it is allowed, is paid even if USACM is dissolved under
 11 Nevada law (*see* section V, *infra*), and, therefore, it will continue to hold the \$150,000 in its
 12 claim reserve account for payment.

13 2. Matters before the District Court. As of the filing of the Second Report, USACM
 14 was also involved in one remaining proceeding before the District Court. This proceeding was the
 15 appeal of the Confirmation Order filed by Debt Acquisition Company of America V, LLC
 16 ("DACA"). DACA filed an appeal from the Confirmation Order, which was ultimately designated
 17 as District Court No. 07-00160 (the "DACA Appeal"). USACM filed two motions to dismiss this
 18 appeal and fully briefed the appeal. On August 29, 2007, the District Court issued its opinion
 19 granting the Debtors' motions to dismiss the DACA Appeal and affirming the Confirmation Order
 20 on the merits. On September 27, 2007, DACA filed its notice of appeal to the Ninth Circuit. This
 21 appeal is currently pending before the Ninth Circuit as Case No. 07-16796. On February 15,
 22 2008, DACA filed its Appellant brief with the Ninth Circuit, and USACM filed its Appellee brief
 23 on March 27, 2008. Consistent with its obligations under the Plan and Nevada dissolution statutes
 24 (*see* section VI *infra*), USACM will continue its efforts to oppose all actions by DACA to overturn
 25 the Confirmation Order.

26 3. Administrative Proceeding. On May 2, 2007, the Nevada Mortgage Lending
 27 Division ("NMLD") revoked USACM's mortgage broker license based on alleged violations of
 28 Nevada law. As these alleged violations possibly exposed USACM to civil liability, USACM

1 filed an appeal of the NMLD's determination. In January 2008, the NMLD notified USACM that
 2 it had set a scheduling conference on USACM's appeal for the end of February. USACM and the
 3 NMLD engaged in extensive negotiations in an effort to reach a settlement to this issue. As a
 4 result, the NMLD has entered an amended order revoking USACM's license that includes
 5 language acceptable to USACM. A copy of this Amended Order is attached hereto as Exhibit A.
 6 The entry of this amended order resolves all of USACM's concerns with the actions taken by the
 7 NMLD, and USACM's appeal has been dismissed. *See Order of Dismissal dated April 8, 2008*
 8 attached hereto as Exhibit B. ***Thus, this matter has now been resolved.***

9 **IV. Status of Purchase Price Adjustment Escrow Account**

10 As discussed in the Second Report, as part of the sale of certain of USACM's assets to
 11 Compass, escrow accounts were established to facilitate a later determination regarding purchase
 12 price adjustments alleged by Compass. A determination on the extent of these adjustments has not
 13 been made and this dispute continues. Pursuant to an agreement proposed by the USACM Trust
 14 and accepted by USACM, the USACM Trust has assumed responsibility for the resolution of
 15 these issues.

16 **V. Status of Pre-Paid Principal Reserve**

17 As stated in the Second Report, a reserve of approximately \$5,000,000 held by USACM
 18 was created while DTDF and the USACM Trust attempted to resolve their dispute over pre-paid
 19 principal and interest. After extensive negotiations, DTDF and the USACM Trust reached a
 20 settlement, which the Court approved by Order dated April 1, 2008 (Docket No. 6091). Pursuant
 21 to this settlement, USACM is to release 60% of the pre-paid principal reserve to the USACM
 22 Trust with the remaining 40% being transferred to DTDF.

23 **VI. Dissolution of USACM**

24 On December 31, 2007, USACM was formally dissolved with the Nevada Secretary of
 25 State. A copy of the dissolution papers are attached hereto as Exhibit C. Under Nevada law, the
 26 formal dissolution of USACM does not mean that USACM ceases to exist and all its operations
 27 end. Rather, the entity:

28 continues as a body corporate for the purpose of prosecuting and defending suits, actions,

1 proceedings and claims of any kind or character by or against it, and of enabling it gradually
 2 to settle and close its business, to collect and discharge its obligations, to dispose of and
 3 convey its property, and to distribute its assets, but not for the purpose of continuing the
 business for which it was established.

4 Nev. Rev. Stat. Ann. § 78.585 (2007). Furthermore, Thomas Allison, as the court-appointed
 5 officer of USACM, has now become a trustee of the entity “with full power to settle [USACM’s]
 6 affairs.” Nev. Rev. Stat. Ann. § 78.590 (2007); *see also* § 78.622(1) (any action required to be
 7 taken by director may also be taken by court appointed officer if corporation is under federal
 8 bankruptcy reorganization). Consequently, even though USACM has been dissolved it continues
 9 as a corporate entity in order to wind-up its affairs and fully implement the Plan – including the
 10 payment of claims and the resolution of the DACA appeal – which actions are overseen by Mr.
 11 Allison as its trustee.

12 Respectfully submitted this 17th day of April, 2008.

13
 14 /s/ Lenard E. Schwartzer

15 Lenard E. Schwartzer, Nevada Bar No. 0399
 16 Jeanette E. McPherson, Nevada Bar No. 5423
 17 SCHWARTZER & MCPHERSON LAW FIRM
 18 2850 South Jones Boulevard, Suite 1
 19 Las Vegas, Nevada 89146

20 and

21 Annette W. Jarvis, Utah Bar No. 1649
 22 Steven C. Strong, Utah Bar No. 6340
 23 RAY QUINNEY & NEBEKER P.C.
 24 36 South State Street, Suite 1400
 25 P.O. Box 45385
 26 Salt Lake City, Utah 84145-0385

27
 28 966529

Exhibit “A”

1 STATE OF NEVADA
2 DEPARTMENT OF BUSINESS AND INDUSTRY
3 DIVISION OF MORTGAGE LENDING

4 * * *

5 In re:

6 USA COMMERCIAL
7 MORTGAGE COMPANY,
a licensed mortgage broker,

8 Respondent.

9

10 **AMENDED ORDER REVOKING MORTGAGE BROKER LICENSE**
AND NOTICE OF RIGHT TO REQUEST HEARING

11 The licensing and regulation of mortgage brokers and mortgage agents in the State of
12 Nevada is governed by Chapter 645B of the Nevada Revised Statutes (hereinafter, "NRS")
13 and Chapter 645B of the Nevada Administrative Code (hereinafter, "NAC"). The State of
14 Nevada, Department of Business and Industry, Division of Mortgage Lending, (hereinafter,
15 the "DIVISION") has the general duty to exercise supervision and control over mortgage
16 brokers and mortgage brokering activity. See, NRS 645B.060(1), NRS 645B.690 and NRS
17 645B.670. Pursuant to that authority, the DIVISION makes the following Findings of Fact,
18 Conclusions of Law, and Order as follows:

19

20 **FACTUAL ALLEGATIONS**

21 1. USA COMMERCIAL MORTGAGE COMPANY (hereinafter, "RESPONDENT") is
22 a licensed mortgage broker operating within the State of Nevada. RESPONDENT was issued a
23 mortgage broker's license pursuant to Chapter 645B of the Nevada Revised Statutes on
24 January 11, 1990. As of May 2, 2007, the DIVISION classified RESPONDENT'S license as
25 active.

26 ////

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28

1 2. On April 13, 2006, RESPONDENT filed for protection pursuant to Chapter 11 of
2 the United States Bankruptcy Code. RESPONDENT was accompanied into bankruptcy by
3 several of its related entities (hereinafter, the "USA ENTITIES"). Said bankruptcy was
4 commenced in the United States Bankruptcy Court for the District of Nevada, Las Vegas
5 Division and is being administered, on behalf of RESPONDENT and the USA ENTITIES as
6 Case No. 06-10725-LBR.

7 3. Prior to the filing of its bankruptcy petition on April 13, 2006, while operating under
8 its pre-bankruptcy management, RESPONDENT violated several provisions of NRS Chapter
9 645B.

10 4. These pre-petition (i.e., pre-April 13, 2006) violations included the following:

11 a. RESPONDENT'S failure to submit financial statements and audits for its
12 financials, in violation of NRS 645B.085.

13 b. RESPONDENT'S impermissible payment of interest to investors on loans
14 in default, in violation of NRS 645B.250.

15 c. RESPONDENT'S failure to report delinquencies and/or defaults in
16 connection with loans it serviced, in violation of NRS 645B.260 and NAC 645B.070.

17 d. RESPONDENT'S pre-petition, unauthorized assessment of exit fees
18 against funds distributed to the direct lenders in this matter, in violation of NRS 645B.670(3)(b)
19 and NRS 645B.670(3)(h).

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ORDER

NOW, THEREFORE, the **COMMISSIONER** of the **DIVISION HEREBY ORDERS** that, pursuant to NRS 645B.720 and NRS 645B.750, the mortgage broker license of **RESPONDENT** be **REVOKE**D, effective May 31, 2007.

IT IS FURTHER ORDERED that, pursuant to NRS 645B.750, upon written application to the DIVISION, RESPONDENT shall be entitled to a hearing with regard to the contents of the instant Order. Should RESPONDENT not request a hearing within **twenty (20) days** of the receipt of the instant Order, the DIVISION will enter a Final Order in this matter, as required by NRS 645B.750(2).

Dated this 3rd day of April, 2008.

STATE OF NEVADA
DEPARTMENT OF BUSINESS AND INDUSTRY
DIVISION OF MORTGAGE LENDING

By: Joseph L. Waltuch
JOSEPH L. WALTUCH, COMMISSIONER

Exhibit “B”

FILED
APR - 8 2008
APPEALS OFFICE

1 **BEFORE THE APPEALS OFFICER**
 2

3 In the Administrative Action of:)
 4) Claim No:
 5 USA COMMERCIAL MORTGAGE COMPANY,) Appeal No: 47761-PL
 6 Claimant.)
 _____)

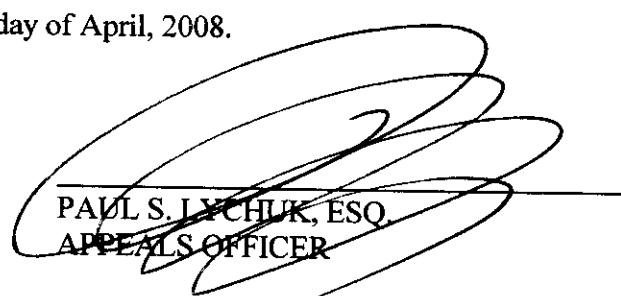
7 **ORDER OF DISMISSAL**
 8

9 This matter came on for a Pre-Hearing Conference on April 4, 2008 before Appeals
 10 Officer, Paul S. Lychuk, Esq. The USA Commercial Mortgage Company is represented by
 11 Jeanette McPherson, Esq., with the Schwartzer & McPherson Law Firm. The Division of
 12 Mortgage Lending is represented by Deputy Attorney General Richard Dreitzer, Esq., Business
 13 and Licensing Division of the Office of the Attorney General.

14 Pursuant to the April 4, 2008, letter from the Office of the Attorney General, Richard
 15 Dreitzer, Esq., stating that the Division has issued an Amended Order with appeal rights, which is
 16 attached, the matter before Appeals Officer, Paul S. Lychuk, Esq., is now moot. Good cause
 17 appearing,

18 **IT IS HEREBY ORDERED** that Appeal No. 47761-PL is hereby **DISMISSED**.
 19

20 **DATED** this 8th day of April, 2008.

21
 22
 23 
 24 PAUL S. LYCHUK, ESQ.
 25 APPEALS OFFICER
 26

27 **NOTICE:** Pursuant to N. R.S. 233B.130, should any party desire to appeal this final
 28 determination of the Appeals Officer, a Petition for Judicial Review must be filed with the
 District Court within thirty (30) days after service by mail of this decision.

CERTIFICATE OF MAILING

The undersigned, an employee of the State of Nevada, Department of Administration, Hearings Division, does hereby certify that on the date shown below, a true and correct copy of the foregoing **ORDER OF DISMISSAL** was duly mailed, postage prepaid **OR** placed in the appropriate addressee runner file at the Department of Administration, Hearings Division, 2200 S. Rancho Drive, #220, Las Vegas, Nevada, to the following:

USA COMMERCIAL MORTGAGE COMPANY
JEANETTE E MCPHERSON ESQ
2850 S JONES BLVD STE 1
LAS VEGAS NV 89146

JEANETTE E MCPHERSON ESQ
SCHWARTZER & MCPHERSON LAW FIRM
2850 S JONES BLVD STE 1
LAS VEGAS NV 89146

DIVISION OF MORTGAGE LENDING
NANCY CORBIN
3075 E FLAMINGO RD #100
LAS VEGAS NV 89121

RICHARD DREITZER ESQ
DEPUTY ATTORNEY GENERAL
555 E WASHINGTON AVE #3900
LAS VEGAS NV 89101

Dated this 8th day of April, 2008.

Maurice Stevens

**Marian Stevens, Legal Secretary II
Employee of the State of Nevada**

1 STATE OF NEVADA

2 DEPARTMENT OF BUSINESS AND INDUSTRY

3 DIVISION OF MORTGAGE LENDING

4 * * *

5 In re:

6 USA COMMERCIAL
7 MORTGAGE COMPANY,
a licensed mortgage broker,

8 Respondent.

9

10 **AMENDED ORDER REVOKING MORTGAGE BROKER LICENSE
AND NOTICE OF RIGHT TO REQUEST HEARING**

11 The licensing and regulation of mortgage brokers and mortgage agents in the State of
12 Nevada is governed by Chapter 645B of the Nevada Revised Statutes (hereinafter, "NRS")
13 and Chapter 645B of the Nevada Administrative Code (hereinafter, "NAC"). The State of
14 Nevada, Department of Business and Industry, Division of Mortgage Lending, (hereinafter,
15 the "DIVISION") has the general duty to exercise supervision and control over mortgage
16 brokers and mortgage brokering activity. See, NRS 645B.060(1), NRS 645B.690 and NRS
17 645B.670. Pursuant to that authority, the DIVISION makes the following Findings of Fact,
18 Conclusions of Law, and Order as follows:

19

20 **FACTUAL ALLEGATIONS**

21 1. USA COMMERCIAL MORTGAGE COMPANY (hereinafter, "RESPONDENT") is
22 a licensed mortgage broker operating within the State of Nevada. RESPONDENT was issued a
23 mortgage broker's license pursuant to Chapter 645B of the Nevada Revised Statutes on
24 January 11, 1990. As of May 2, 2007, the DIVISION classified RESPONDENT'S license as
25 active.

26

27 ////

28

1 2. On April 13, 2006, RESPONDENT filed for protection pursuant to Chapter 11 of
 2 the United States Bankruptcy Code. RESPONDENT was accompanied into bankruptcy by
 3 several of its related entities (hereinafter, the "USA ENTITIES"). Said bankruptcy was
 4 commenced in the United States Bankruptcy Court for the District of Nevada, Las Vegas
 5 Division and is being administered, on behalf of RESPONDENT and the USA ENTITIES as
 6 Case No. 06-10725-LBR.

7 3. Prior to the filing of its bankruptcy petition on April 13, 2006, while operating under
 8 its pre-bankruptcy management, RESPONDENT violated several provisions of NRS Chapter
 9 645B.

10 4. These pre-petition (i.e., pre-April 13, 2006) violations included the following:

11 a. RESPONDENT'S failure to submit financial statements and audits for its
 12 financials, in violation of NRS 645B.085.

13 b. RESPONDENT'S impermissible payment of interest to investors on loans
 14 in default, in violation of NRS 645B.250.

15 c. RESPONDENT'S failure to report delinquencies and/or defaults in
 16 connection with loans it serviced, in violation of NRS 645B.260 and NAC 645B.070.

17 d. RESPONDENT'S pre-petition, unauthorized assessment of exit fees
 18 against funds distributed to the direct lenders in this matter, in violation of NRS 645B.670(3)(b)
 19 and NRS 645B.670(3)(h).

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ORDER

NOW, THEREFORE, the COMMISSIONER of the DIVISION HEREBY ORDERS that, pursuant to NRS 645B.720 and NRS 645B.750, the mortgage broker license of RESPONDENT be REVOKED, effective May 31, 2007.

IT IS FURTHER ORDERED that, pursuant to NRS 645B.750, upon written application to the DIVISION, RESPONDENT shall be entitled to a hearing with regard to the contents of the instant Order. Should RESPONDENT not request a hearing within **twenty (20) days** of the receipt of the instant Order, the DIVISION will enter a Final Order in this matter, as required by NRS 645B.750(2).

Dated this 3RD day of April, 2008.

**STATE OF NEVADA
DEPARTMENT OF BUSINESS AND INDUSTRY
DIVISION OF MORTGAGE LENDING**

8v

JOSEPH L. WALTUCH, COMMISSIONER

Exhibit C

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
*Deputy Secretary
for Commercial Recordings*



OFFICE OF THE
SECRETARY OF STATE

Filing Acknowledgement

December 31, 2007

Job Number C20071231-2506	Corporation Number C1563-1989	
Filing Description Dissolution	Document Filing Number 20070887964-91	Date/Time of Filing December 31, 2007 02:28:48 PM
Corporation Name USA COMMERCIAL MORTGAGE COMPANY	Resident Agent VICTORIA S. HESSLING	

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

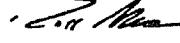
Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Certificate of Dissolution

(PURSUANT TO NRS 78.580)

Filed in the office of 	Document Number 20070887964-91
Ross Miller	Filing Date and Time 12/31/2007 2:28 PM
Secretary of State	Entity Number
State of Nevada	C1563-1989

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Dissolution
For a Nevada Profit Corporation

Before or After Issuance of Stock and After Beginning of Business
 (Pursuant to NRS 78.580)

1. Name of corporation:

USA Commercial Mortgage Company

2. The resolution to dissolve said corporation has been approved by the directors or both the directors and stockholders as provided in NRS 78.580 (1) and (2). The names and addresses of the **president, secretary, treasurer and directors*** are:

Thomas J. Allison
 Name of president

2 South Biscayne Blvd., 1800, Miami, FL 33131
 Address

"
 Name of secretary

"
 Address

"
 Name of treasurer

"
 Address

Thomas J. Allison, CRO
 Name of additional officer, if any

2 South Biscayne Blvd., 1800, Miami, FL 33131
 Address

Name of director

Address

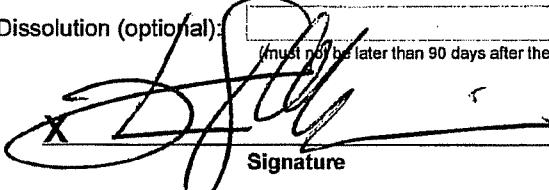
Name of additional director, if any

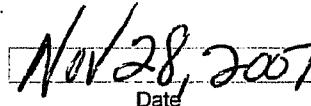
Address

3. Effective Date of Dissolution (optional):

(must not be later than 90 days after the certificate is filed)

4. Officer Signature:


 Signature

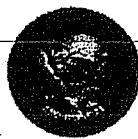

 Date

* attach a plain 8 1/2" x 11" sheet to list additional directors.

FILING FEE: \$75.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

**Form to Accompany Filing
 Ordered by
 Reorganization Under Federal Law**
 (PURSUANT TO NRS 78.622)

Filed in the office of	Document Number
	20070887966-13
Ross Miller	Filing Date and Time
Secretary of State	12/31/2007 2:28 PM
State of Nevada	Entity Number
	C1563-1989

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Form to Accompany Filing Ordered by
Reorganization Under Federal Law
 (Pursuant to NRS 78.622)

1. Name of corporation:

USA Commercial Mortgage Company

2. In compliance with court order, the following Certificate of Dissolution is being filed.*

(Filing Type)

3. (check one box only)

 The certificate being filed does not amend the Articles of Incorporation. The articles are being amended as follows (provide article numbers, if available):

4. Signature required: (check one box only)

- The trustee in bankruptcy appointed by the court
 Officers of the corporation designated by the court
 Any other representative appointed by the court

The undersigned has signed this instrument under penalty of perjury:



President/Chief Restructuring Officer

Signature

Title

*** this filing must be accompanied by a confirmed plan or order of reorganization certified by the bankruptcy court.**

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.622 Bankruptcy 2007
 Revised on: 01/01/07